# FORM D

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SEC Wail Processing Section

FORM D

APR 1 02008

Washington, DC

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

OMB Number:	3235-0076						
Expires:	April 30, 2008						
Estimated average burden							
hours per response16.00							

	<u> </u>	
Name of Offering (☐ check if this is an amendment and name has changed, and indicate chamber Loans to Rising Tide, Inc.	ange.)	
Filing under (Check box(es) that apply):   Rule 504  Rule 505  Rule 506  Section Type of Filing:   New Filing  Amendment	4(6) ULOE	
A. BASIC IDENTIFICATION DATA		·
Enter the information requested about the issuer		
Name of Issuer ( check if this is an amendment and name has changed, and indicate changed Rising Tide, Inc.	e.)	
Address of Executive Offices (Number and Street, City, State, Zip Code) 15 Coastal Market Place Drive, Damariscotta, ME 04543	Telephone Numb 207-563-5556	
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Numb	08046799
Brief Description of Business Health food cooperative		PPa
Type of Business Organization  ☐ corporation ☐ limited partnership, already formed ☐ other	er (please specify):	PHUCESSED
business trust limited partnership, to be formed		E APR 18 2000
Actual or Estimated Date of Incorporation or Organization:    MONTH   YEAR		APR 1 8 2008 THOMSON FINANCIAL

### General Instructions

### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

## State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on the ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

## **ATTENTION**

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

# A. BASIC IDENTIFICATION DATA

## 2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general managing partners of partnership issuers; and

• Edui genera	i and managing par	refership of partifership issu	51 <b>5</b> .		
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	⊠ Executive Officer	□ Director	General and/or Managing Partner
Full Name (Last name first,	if individual)				-
Christopher Hahn (Preside	ent, Director)				
Business or Residence Add		er and Street, City, State, Z	ip Code)		
33 Sylvester Drive			Phippsburg	ME	04562
Check Box(es) that Apply:	Promoter	Beneficial Owner		☑ Director	General and/or Managing Partner
Full Name (Last name first,	if individual)				
Mark Ward (Vice Presiden	t, Director)				
Business or Residence Add	ress (Numb	er and Street, City, State, Z	ip Code)		
28 Poor Farm Road			Bristol	ME	04539
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner		☑ Director	General and/or Managing Partner
Full Name (Last name first,	if individual)	· · · · · · · · · · · · · · · · · · ·	······································	<del></del>	
Janet Pearce Foster (Secr					
Business or Residence Add	ress (Numb	per and Street, City, State, Z	ip Code)		
920 Ocean Point Road			East Boothbay	ME	04544
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner		☑ Director	General and/or Managing Partner
Full Name (Last name first,	if individual)				
Dandy Cabusada /Tracassa	or Discotos)				
Randy Schwartz (Treasure Business or Residence Add		per and Street, City, State, Z	ip Code)		
<b>DOD</b> 054	·	. •,			
P.O. Box 331 Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	Damariscotta  Executive Officer	ME  Ø Director	04543 General and/or
Check box(es) that Apply.	- Fromotei	Beneficial Owner	☐ Executive Officer	M Director	Managing Partner
Full Name (Last name first,	if individual)				
Simon Frost					
Business or Residence Add	ress (Numb	per and Street, City, State, Z	ip Code)		
440 North House Standay	Dood	·	10/L14_8:_1_	ме	04252
419 North Hunts Meadow Check Box(es) that Apply:	Promoter	Beneficial Owner	Whitefield  Executive Officer	ME ☑ Director	04353 General and/or
Orloan Box(es) man Apply.	riomoter	_ benendar owner		EA Checker	Managing Partner
Full Name (Last name first,	if individual)			<del></del>	·
Susan Barbera					
Business or Residence Add	ress (Numb	per and Street, City, State, Z	ip Code)		
10 Cherry Lane	<del></del>		Newcastle	ME	04553
	41	-1	Maria I		
	(Use blank	sneet, or copy and use add	itional copies of this sheet, as ne	ecessary.)	

# A. BASIC IDENTIFICATION DATA, cont. 2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities
  of the issuer;
- · Each executive officer and director of corporate issuers and of corporate general managing partners of partnership issuers; and
- Each general and managing partnership of partnership issuers.

Check Box(es) that Apply:		Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	General and/or Managing Partner
Full Name (Last name first, i	f indiv	ridual)		· · · · · · · · · · · · · · · · · · ·		
Anneliese Pugh						
Business or Residence Add	ress	(Numb	per and Street, City, State, Zi	p Code)		
23 Nelson Road				Alna	ME	04535
Check Box(es) that Apply:		Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director	General and/or Managing Partner
Full Name (Last name first, i	if indiv	/idual)				
Dede Heath						
Business or Residence Add	ress	(Numb	per and Street, City, State, Zi	p Code)		
P.O. Box 1174				Damariscotta	ME	04543
Check Box(es) that Apply:		Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	General and/or
						Managing Partner
Full Name (Last name first, i	if indiv	vidual)				
•		,				
Business or Residence Add	ress	(Numb	per and Street, City, State, Zi	n Code)		
		(/ \all.	or and on oot, only, outle, an	p 0000,		
Check Box(es) that Apply:	П	Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	General and/or
Check box(es) that Apply.	Ц	Fiomoles	Beneficial Owner	Executive Officer	[] Director	Managing Partner
Full Name (Last name first,	if indiv	/idual)				
Business or Residence Add	ress	(Numb	per and Street, City, State, Zi	p Code)		
Check Box(es) that Apply:		Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	General and/or
,						Managing Partner
Full Name (Last name first,	if indiv	/idual)			<del></del>	
<b>,</b>		,				
Business or Residence Add	ress	(Numb	per and Street, City, State, Zi	n Code)		
		(	or and adda, only, dusto, E.	p 0000)		
Check Box(es) that Apply:		Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or
Oneok box(es) that Apply.		Tiomotei	☐ benencial Owner	C Executive Onice	- Director	Managing Partner
Full Alama () and an are first	·	2.d W				
Full Name (Last name first,	ii indiv	nuuar)				
Business or Residence Add	ress	(Numt	per and Street, City, State, Zi	p Code)		
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					INICODIA	TION ADO	NIT OFF	DINIC				
<del> </del>		·				ATION ABO			<u></u>		Yes	No
1. Has th	ne issuer sol	d, or does th				dited investo olumn 2, if fill			· · · · · · · · · · · · · · · · · · ·		⊠	
2. What	is the minim	um investm	ent that will t	e accepted	from any in	dividual?			, ,		<b>\$</b> ;	1,000
3. Does	the offering	permit joint	ownership of	a single un	it?						Yes ⊠	No
comm offerin and/or associ	nission or sin ng. If a persi r with a stat	nilar remune on to be liste e or states, is of such a	ration for so ed is an asso list the name broker or de	licitation of p sciated person of the broke	ourchases in on or agent or er or dealer.	connection of a broker o	with sales o or dealer reg n five (5) pe	f securiti istered w rsons to	rith the SEC be listed are			
ruii Naiii	e (Last nam	e iiist, ii iiidi	viduai)									
Business	or Residen	ce Address	(Number and	Street, City	, State, Zip	Code)						
Name of	Associated	Broker or De	ealer		<u>.</u>			<del></del>				
States in			as Solicited o									
	(Check "All	States" or o	check individ	ual States) .		• • • • • • • • • •					☐ All Stat	e\$
[AL]	[AK]	[AZ]	[AR]	[x]   [x]   [x]   [ca]	[CO] [] [XX] [] [VT] []	[CT]	[DE]	(MA)	[FI]	[GA]	[HI]       [MS]       [OR]       [WY]	[ID]
Full Nam	e (Last nam	e first, if indi	vidual)									
Business	or Residen	ce Address	(Number and	d Street, City	, State, Zip	Code)					· · · · · · · · · · · · · · · · · · ·	
<del></del>					· · · · · · · · · · · · · · · · · · ·							
Name of	Associated	Broker or De	ealer									
States in			as Solicited on the Solicited of the Sol								☐ Ali St	ates
(AL)	(AK)     (IN)       (NE)       (SC)	[AZ]	[AR]	[X] [] [X] [] [CA] []	[CO] [] [LA] [] [NM] [] [UT] []	[CT]	[DE]   [MD]   [NC]   [VA]	[ND]	[Fi]	[GA]	[HI]	[ID]
Full Nam	e (Last nam	e first, if indi	viduat)									
Business	or Residen	ce Address	(Number and	Street, City	, State, Zip	Code)					<del></del>	
Name of	Associated	Broker or De	ealer									
States in	Which Perc	on Listed W	as Solicited o	or Intende to	Solicit Dura	hacore						
Grates III											☐ All St	ates ,
[AL] [] [IL] [] [MT] [] [RI] []	[AK]	[AZ]	[AR]   [KS]   [NH]   [TN]	(CA)     (KY)     (NJ)	[CO] [ [LA] [ [NM] [] [UTI []	[CT]  [ME]  [NY]  [NY]  [NY]  [NY]  [NY]	[DE]		[FI]	[GA]	(HI)   [MS]   [OR]   (WY)	(ID)   [MO)   [PA]   (PR)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF	PROCEEDS		
1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \( \subseteq \) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.  Type of Security	Aggregate Offering Price		Amount Already Sold
	Debt (It is the issuer's position that the member loans are not securities. This filing	\$ <u>450,000</u>		\$ <u>0.00</u>
	is made to assure the availability of an exemption in case of a contrary determination in this regard.)			
	Equity.	\$		\$
	□ Common □ Preferred	*		<u> </u>
		_		_
	Convertible Securities (including warrants)	\$		\$
	Partnership Interests	\$		\$
	Other (Specify)	\$		\$
	Total	\$ <u>450,000</u>		\$ <u>0.00</u>
	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number of Investors		Aggregate Dollar Amount Of Purchases
	Accredited Investors	<u>0</u>		\$ <u>0</u>
	Non-accredited Investors	<u>0</u>		\$ <u>0</u>
	Total (for filing under Rule 504 only)			<b>\$</b>
	Answer also in Appendix, Column 4, if filing under ULOE.			
	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.			
	Type of offering	Type of Security		Dollar Amount Sold
	Rule 505	•		¢
	Regulation A.			•
	-	<del></del>		4
	Rule 504			\$
	Total			\$
	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.			
	Transfer Agent's Fees			\$ <u>0</u>
	Printing and Engraving Costs		$\boxtimes$	\$ <u>1,000</u>
	Legal Fees		☒	\$ <u>3,500</u>
	Accounting Fees		Ø	\$ <u>500</u>
	Engineering Fees			\$ <u>0</u>
	Sales Commissions (specify finders' fees separately)			\$ <u>0</u>
	Other Expenses (identify) kickoff event		— ⊠	\$1,000
	T-1-1			#0.000

b). Eiter the difference between the aggregate offering price glown in response to Part C. Clauseton I and total segences furnished in response to Part C. Custleton I and total segences furnished in response to Part C. Custleton I and total segences furnished in response to Part C. Selecton of the purposes at shown. If his amount for any purpose is not known, furthal an estimate and check the tox to be left of the estimate. The total of the payments listed must expell the adjusted gross proceeds to the issuer set forth in response to Part C. Cusstlan 4.b. above.    Purchase of that estate.	AND THE RESIDENCE OF TH	nce number of nyestors; expenses and us	E OF P	ROCEEDSHEAR	
for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of this payments listed must equal the adjusted gross proceeds to the Issuer set forth in response to Part C- Question 4.b. above.  Payments to Officers, Directors, Catherina Countries and fees.  Purchase of real estate.  Purchase, rental or feasing and installation of machinery and equipment.  Construction or leasing of plant buildings and facilities.  Acquisition of other business (including the value of securities involved in this offering that may be used the exchange for the assets or securities of another issuer pursuant to a merger).  Repayment of indebtedness.  Working capital.  Other (specify):  Column Totals.  Total Payments Listed (column totals added).  Signature  The Issuer has duty caused this notice to be signed by the understigned duty authortzed person. If this notice is filed under Rute 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rute 502.  Issuer (Print or Type)  Rising Tide, Inc.	Question 1 and total expenses furnished in res	ponse to Part C - Question 4.a. This difference is			\$ <u>444.000</u>
Sataries and fees.  Payments To Officers, Directors, & Affiliates  \$ 4 Affiliates  \$ 5 \$ \$ \$177.800  Purchase of real estate.  Purchase, rental or leasing and Installation of machinery and equipment  Construction or leasing of plant buildings and facilities  Acquisition of other business (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a mergen;  Repayment of indebtedness.  Working capital.  Other (specify):  Cotumn Totals.  Cotumn Totals.  Cotumn Totals.  Cotumn totals added).  Satisfaction of the signed by the undersigned duty authorized person. If this notice is filed under Rute 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rute 502.  Sisper Tide, Inc.  Payments To Others  \$ 111,000  \$ \$111,000  \$ \$111,000  \$ \$111,000  \$ \$111,000  \$ \$111,000  \$ \$ \$155,400  \$ \$ \$111,000  \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	for each of the purposes shown. If the amount check the box to the left of the estimate. The left of the estimate.	for any purpose is not known, furnish an estimate and otal of the payments listed must equal the adjusted			
Purchase of real estate.   \$   \$   \$ \$ \$177,800  Purchase, rental or leasing and installation of machinery and equipment   \$   \$ \$ \$111,000  Construction or leasing of plant buildings and facilities   \$   \$ \$155,400  Acquisition of other business (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)   \$   \$   \$   \$    Repayment of indebtedness.   \$   \$   \$   \$    Working capital.   \$   \$   \$   \$    Other (specify):   \$   \$   \$   \$    Column Totals.   \$   \$   \$   \$    Total Payments Listed (column totals added)   \$   \$444,000  Total Payments Listed in notice to be signed by the undersigned duily authorized person. If this notice is filed under Rute 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the Information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rute 502.  Issuer (Print or Type)  Rising Tide, Inc.	·		П	Officers, Directors, & Affiliates	
Purchase, rental or leasing and installation of machinery and equipment \$\ \\ \\$ \\ \\					₩ \$177 800
Construction or leasing of plant buildings and facilities			_		_
Acquisition of other business (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger).    Repayment of indebtedness.   \$   \$   \$   \$   \$   \$   \$   \$   \$					
offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)  Repayment of indebtedness.  Working capital.  Other (specify):  State of the indebtedness.  Other (specify):  State of the indebtedness.  State of the indebtedness of	Construction or teasing of plant building	s and facilities		\$	<b>⊠</b> \$ <u>155,400</u>
S	Acquisition of other business (including	the value of securities involved in this for the assets or securities of another			
Working capital.  Other (specify):  S S S S S S S S S S S S S S S S S S	issuer pursuant to a merger)			\$	<b>\$</b>
Other (specify):    \$   \$   \$     \$   \$     \$   \$     \$   \$	Repayment of Indebtedness			\$	<b></b>
Column Totals.  Column Totals.  Total Payments Listed (column totals added).  The Issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rute 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rute 502.  Rissing Tide, Inc.  Date  Press  P	Working capital			\$	<b></b>
Column Totals.  Total Payments Listed (column totals added).  The Issuer has duty caused this notice to be signed by the undersigned duty authorized person. If this notice is filed under Rute 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rute 502.  Rising Tide, Inc.  Date  Provided Staff (Column totals added).  Signature  Column Totals.  Date  Provided Staff (Column totals added).  Signature  Column Totals.  Date  Provided Staff (Column totals added).  Signature  Column Totals.  Date  Provided Staff (Column totals added).  Signature  Column Totals.  Date  Provided Staff (Column totals added).  Column Totals.  Date  Provided Staff (Column totals added).  Column Totals.  Column Tota	Other (specify):			\$	□ \$ <u> </u>
Column Totals.  Total Payments Listed (column totals added).  Satisfy and payments Listed (column totals added).  The Issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rute 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the Information furnished by the Issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rute 502.  Rising Tide, Inc.  Date  APRIL 1 2008				\$	<b></b>
Total Payments Listed (column totals added).  The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rute 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.  Signature  Rising Tide, Inc.				\$	<b>S</b>
The Issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rute 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the Information furnished by the Issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rute 502.  Issuer (Print or Type)  Signature  Signature  Date  APRIL 1 2008	Column Totals			\$	<b>⊠ \$444.00</b> 0
The Issuer has duty caused this notice to be signed by the undersigned duty authorized person. If this notice is filed under Rute 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the Information furnished by the Issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rute 502.  Issuer (Print or Type)  Rising Tide, Inc.					
signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the Information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.  Issuer (Print or Type)  Rising Tide, Inc.  Date  APRIL 1, 2008	Total Payments Listed (column totals a	dded)		<b>■ \$</b> 444,000	
Rising Tide, Inc. (Mustyle 18h April), 2008					
	The Issuer has duly caused this notice to be signed signature constitutes an undertaking by the issuer	ed by the undersigned duly authorized person. If this nor to furnish to the U.S. Securities and Exchange Commi	otice is fi ssion, u	iled under Rute 505,	the following
Christyphi Hehr Board President	The Issuer has duly caused this notice to be signed signature constitutes an undertaking by the issuer information furnished by the Issuer to any non-accurate (Print or Type)	ed by the undersigned duly authorized person. If this not to furnish to the U.S. Securities and Exchange Commicredited investor pursuant to paragraph (b)(2) of Rule 50 Signature	otice is fi ssion, u 02.	iled under Rute 505, pon written request o	the following of its staff, the
	The Issuer has duly caused this notice to be signed alignature constitutes an undertaking by the issuer Information furnished by the Issuer to any non-accidence (Print or Type)  Rising Tide, Inc.	ed by the undersigned duly authorized person. If this no roo furnish to the U.S. Securities and Exchange Commicredited investor pursuant to paragraph (b)(2) of Rule 50 Signature	otice is fi ssion, u 02. Date	iled under Rute 505, pon written request o	the following of its staff, the
ATTENTION	The Issuer has duty caused this notice to be signed signature constitutes an undertaking by the issuer information furnished by the Issuer to any non-accordance (Print or Type)  Rising Tide, Inc.  Name of Signer (Print on Type)	ed by the undersigned duly authorized person. If this no roo furnish to the U.S. Securities and Exchange Commicredited investor pursuant to paragraph (b)(2) of Rule 50 Signature	otice is fi ssion, u 02. Date	iled under Rute 505, pon written request o	the following of its staff, the

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	24. ACM AND THE RESIDENCE OF THE PROPERTY OF T		<b>建筑建筑区</b>
1	. Is any party described in 17 CFR 230.252(c), (d), (e) or (f) presently subject to any disqualification provisions of such rule?	Yes	No ⊠
	See Appendix, Column 5, for state response.		
2	<ol> <li>The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filled, a notice form D (17 CFR 239.500) at such times as required by state taw.</li> </ol>	on	
3	<ol> <li>The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by t issuer to offerees.</li> </ol>	he	

4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

······································			
Issuer (Print or Type)	Signature / / / / / /	Date	
	( Mas de la la)		1900 CZ
Rising Tide, Inc.	( ans I will all	1 1510/4/1 1 2	-W O
Name (Print or Type) 1	Title (Print or Type)		<del></del>
Chanch has Helde	D. 2011 -		
CVV ISTUDITED MARIN	I resident		

## Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX 2 3 4 Disqualification under State ULOE Intend to sell to non-accredited Type of Security Type of investor and amount purchased in State investors in State and aggregate (if yes, attach offering price offered in state (Part B-Item1) explanation of waiver granted) (Part E-Item 1) (Part C-Item 2) (Part C-Item 1) Number of Number of Non-Accredited Accredited State Investors Yes Yes No Investors **Amount Amount** No ΑL ΑK ΑZ AR CA CO CT DΕ DÇ FL GΑ HI ID IL IN IΑ KS ΚY LA Х Member Loans - \$450,000 0 0 0 0 Х MĖ MD MA M

MN MS MO

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1	Intend to non-ac investors (Part B-	to sell credited in State	3 Type of Security and aggregate offering price offered in state (Part C-Item 1)	4  Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
State	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No	
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